

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

SANTARUS, INC., a Delaware corporation,)	
and THE CURATORS OF THE)	
UNIVERSITY OF MISSOURI, a public)	
corporation and body politic of the State of)	
Missouri,)	
)	C.A. No. 07-551 (GMS)
Plaintiffs,)	
)	
v.)	
)	
PAR PHARMACEUTICAL, INC., a Delaware)	
corporation,)	
)	
Defendant.)	

REPLY TO COUNTERCLAIMS

Santarus, Inc. ("Santarus") and The Curators of the University of Missouri (the "University") (collectively "Plaintiffs") hereby reply as follows to the Answer and Counterclaims asserted by Defendant Par Pharmaceutical, Inc. ("Defendant"):

THE PARTIES

1. Plaintiffs admit, on information and belief, the allegations of Paragraph 1 of the Counterclaims.
2. Plaintiffs admit the allegations of Paragraph 2 of the Counterclaims.
3. Plaintiffs admit the allegations of Paragraph 3 of the Counterclaims.

JURISDICTION

4. In response to the allegations in paragraph 4 of the Counterclaims, Plaintiffs admit that Par purports to bring this action under Title 35, United States Code and the Declaratory Judgment Act, 28 U.S.C. §§ 2201, and 2202. Plaintiffs deny the remaining allegations of paragraph 4.
5. Plaintiffs do not contest that this Court has subject matter jurisdiction.

6. Plaintiffs do not contest personal jurisdiction in Delaware for the purposes of this action.

FACTUAL BACKGROUND

7. Plaintiffs admit the allegations in paragraph 7 of the Counterclaims.

8. Plaintiffs admit the allegations of paragraph 8 of the Counterclaims.

9. Plaintiffs admit the allegations of paragraph 9 of the Counterclaims.

Plaintiffs also incorporate by reference Paragraph 8 of their First Amended Complaint.

10. In response to paragraph 10 of the Counterclaims, Plaintiffs admit that the Patents-in-Suit are assigned to The Curators of the University of Missouri.

11. In response to paragraph 11 of the Counterclaims, Plaintiffs admit that the Patents-in-Suit are licensed to Santarus.

12. In response to paragraph 12 of the Counterclaims, Plaintiffs admit that the Patents-in-Suit relate to various combinations of omeprazole and sodium bicarbonate.

13. Plaintiffs admit, on information and belief, the allegations of paragraph 13 of the Counterclaims.

14. Plaintiffs deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 14 of the Counterclaims and therefore deny those allegations.

FIRST COUNT

15. Plaintiffs incorporate by reference their responses to paragraphs 1 through 14 of the Counterclaims as if fully set forth herein.

16. In response to Paragraph 16 of the Counterclaims, Plaintiffs admit that they have asserted the Patents-in-Suit against Par, and that the claims of the Patents-in-Suit cover Par's Proposed Products. Plaintiffs deny the remaining allegations.

17. Plaintiffs deny the allegations in paragraph 17 of the Counterclaims.

18. In response to the allegations in paragraph 18 of the Counterclaims, Plaintiffs admit that Par purports to bring this action under Title 35, United States Code and the Declaratory Judgment Act, 28 U.S.C. §§ 2201, and 2202. Plaintiffs deny the remaining allegations of paragraph 18.

19. Plaintiffs deny the allegations in paragraph 19 of the Counterclaims.

SECOND COUNT

20. Plaintiffs incorporate by reference their responses to paragraphs 1 through 19 of the Counterclaims as if fully set forth herein.

21. Plaintiffs deny the allegations in paragraph 21 of the Counterclaims.

22. In response to Paragraph 22 of the Counterclaims, Plaintiffs admit that they maintain that the Patents-in-Suit are valid. Plaintiffs deny the remaining allegations.

23. In response to Paragraph 23 of the Counterclaims, Plaintiffs do not contest that this Court has jurisdiction over the counterclaims. Plaintiffs deny the remaining allegations.

24. Plaintiffs deny the allegations of Paragraph 24 of the Counterclaims.

THIRD COUNT

25. Plaintiffs incorporate by reference their responses to paragraphs 1 through 24 of the Counterclaims as if fully set forth herein.

26. Plaintiffs deny the allegations of Paragraph 26 of the Counterclaims.

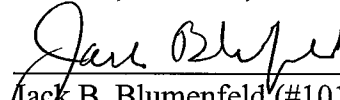
27. Plaintiffs deny that the claims of the Patents-in-Suit are unenforceable due to inequitable conduct. Plaintiffs admit the allegations found only in Paragraphs 10 and 26-32 of Par's defenses. In response to Paragraph 40 of Par's defenses, Plaintiffs admit that the prosecution history of the '346 patent contains a terminal disclaimer that references the '737 patent, but otherwise deny all remaining allegations. In response to Paragraph 42 of Par's

defenses, Plaintiffs admit that the prosecution history of the '885 patent contains a terminal disclaimer that references the '737 patent and the '346 patent, but otherwise deny all remaining allegations. In response to Paragraph 44 of Par's defenses, Plaintiffs admit that the prosecution history of the '988 patent contains a terminal disclaimer that references the '207 application, but otherwise deny all remaining allegations. Plaintiffs expressly deny the remaining allegations found in Paragraphs 11-25, 33-39, 41, 43, and 45-49 of Par's defenses. Plaintiffs also note that there is no paragraph 50 to Par's defenses and therefore no response thereto is required.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs pray for judgment as sought in their First Amended Complaint and denying Defendant any relief on its Counterclaims.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP



Jack B. Blumenfeld (#1014)
James W. Parrett, Jr. (#4292)
1201 North Market Street
P.O. Box 1347
Wilmington, DE 19899-1347
(302) 658-9200
jblumenfeld@mnat.com
jparrett@mnat.com

*Counsel for plaintiffs Santarus, Inc. and
The Curators of the University of Missouri*

Of Counsel:

For plaintiff Santarus, Inc.:

Morgan Chu
Gary Frischling
Lisa N. Partain
Benjamin T. Wang
IRELL & MANELLA LLP
1800 Avenue of the Stars, Suite 900
Los Angeles, California 90067-4276
(310) 277-1010

For plaintiff The Curators of the
University of Missouri:

James R. Ferguson
Jamison E. Lynch
MAYER BROWN LLP
71 S. Wacker Drive
Chicago, IL 60606
(312) 782-0600

November 9, 2007

CERTIFICATE OF SERVICE

I hereby certify that on November 9, 2007, I electronically filed the foregoing with the Clerk of the Court using CM/ECF, which will send notification of such filing to:

Frederick L. Cottrell, III, Esquire
Steven J. Fineman, Esquire
RICHARDS, LAYTON & FINGER, P.A.

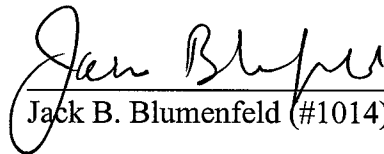
I further certify that I caused to be served copies of the foregoing document on November 9, 2007 upon the following in the manner indicated:

Frederick L. Cottrell, III, Esquire
Steven J. Fineman, Esquire
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801

*VIA ELECTRONIC MAIL
and HAND DELIVERY*

Edgar H. Haug, Esquire
Daniel G. Brown, Esquire
FROMMER LAWRENCE & HAUG LLP
745 Fifth Avenue
New York, NY 10151

VIA ELECTRONIC MAIL



Jack B. Blumenfeld (#1014)